

State of Idaho

Department of State.

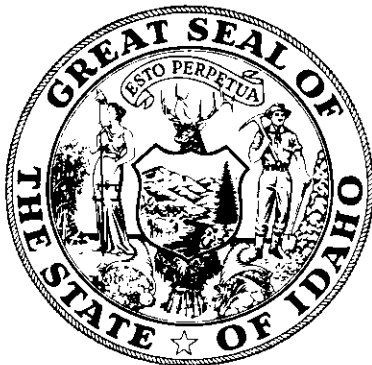
CERTIFICATE OF AUTHORITY OF

CIDCOM, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CIDCOM, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CIDCOM, INC. to transact business in this State under the name CIDCOM, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated October 30, 19 79.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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SECRETARY OF STATE

1. The name of the corporation is CIDCOMM, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is January 8, 1975 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To provide telecommunications personnel

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>see attached rider</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>Without Par Value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
775	Common	Without Par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October, 19 79

By CIDCOMM, INC.
Paul Fry
Its Vice President
and William R. Rapoport
Its Assistant Secretary

STATE OF CALIFORNIA)
COUNTY OF SAN MATEO) ss:

I, Johanna Shephard, a notary public, do hereby certify that on this 18th day of October, 19 79, personally appeared before me Paul Fry, who being by me first duly sworn, declared that he is the Vice President of CIDCOMM, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true



Johanna Shephard
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

SIDNEY STUMPH	President and Director	1875 Trousdale Burlingame CA 94010
PAUL FRY	Executive Vice President and Director	1875 Trousdale Burlingame CA 94010
HARRY PRESTON	Vice President	1875 Trousdale Burlingame CA 94010
RICHARD RHYNER	Vice President	1875 Trousdale Burlingame CA 94010
BRIAN LEWIS	Chief Financial Officer and Director	1875 Trousdale Burlingame CA 94010
VEE ANN STUMPH	Secretary and Director	1875 Trousdale Burlingame CA 94010
DAVID NALIVKA	Director	1875 Trousdale Burlingame CA 94010
LORETTA FRY	Director	1875 Trousdale Burlingame CA 94010
WILLIAM R. RAPOPORT	Assistant Secretary	1875 Trousdale Burlingame CA 94010

CERTIFICATE OF INCORPORATION

of
COMMCO, INCORPORATED

FIRST. — The name of this corporation is COMMCO, INCORPORATED.

SECOND. — Its registered office in the State of Delaware is to be located at 1300 Market Street,
in the City of Wilmington County of NEW CASTLE.

The registered agent in charge thereof is
The Company Corporation, 1300 Market Street, Wilmington, Delaware 19801
at

THIRD. — The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general Corporation Law of Delaware."

FOURTH. — The amount of the total authorized capital stock of this corporation is 1000 No Par Value.

FIFTH. — The name and mailing address of the incorporator is as follows:

NAME: ADDRESS:
Frances White 1300 Market St., Wilmington, Del. 19801

SIXTH. — The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED AT: City of Wilmington

Frances White

State of Delaware

County of New Castle

SS

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SECRETARY OF STATE

January 15, 1976 10 A.M.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
COMMCO, INCORPORATED

DAVID NALIVKA and SIDNEY STUMPH certify:

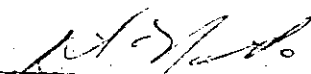
1. That they constitute at least two-thirds of the authorized number of Directors of COMMCO, INCORPORATED, a Delaware corporation.

2. That at a meeting of the Board of Directors of said corporation, duly held at San Mateo, California on January 9, 1976, the following resolution was adopted by at least two-thirds of the authorized number of Directors:

RESOLVED that Article First of the Certificate of Incorporation of COMMCO, INCORPORATED, a Delaware corporation, which presently reads as follows: "The name of the corporation is COMMCO, INCORPORATED", be and the same hereby is, amended to read as follows: "The name of the corporation is CIDCOMM, INC."

3. That the amendment was duly adopted in accordance with Section 241 of the General Corporation Law of Delaware.

4. That no shares have been issued and there are no share subscriptions outstanding.



DAVID NALIVKA



SIDNEY STUMPH

AFFIDAVIT

State of California]
] ss
County of San Mateo]

The undersigned, being first duly sworn, depose and say,
each for himself:

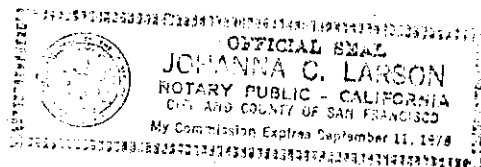
That they are and at all times mentioned in the foregoing
Certificate of Amendment were the Directors of COMMCO, INCORPORATED,
a Delaware corporation; that each of the undersigned has read
the foregoing Certificate of Amendment; that statements thereon
are true of his own knowledge and that the signature thereto
purporting to be his signature is genuine.

David Nalivka
DAVID NALIVKA

Sidney Stumph
SIDNEY STUMPH

Subscribed and sworn to before me
this 9th day of January, 1976

Johanna C. Larson
Johanna C. Larson
Notary Public for the State of California.
My Commission expires September 11, 1978.



CERTIFICATE OF CHANGE OF REGISTERED AGENT

AND

REGISTERED OFFICE

* * * * *

CIDCOMM, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

The present registered agent of the corporation is The Company Corporation and the present registered office of the corporation is in the county of New Castle.

At a meeting of the Board of Directors of CIDCOMM, INC., held on the 16 day of January A.D. 1976, the following resolution was duly adopted:

Resolved, that the registered office of CIDCOMM, INC. in the State of Delaware be and it hereby is changed to No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is withdrawn, and THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF, CIDCOMM, INC. has caused this statement to be signed by Sidney Stumph, its President and attested by Vee Ann Stumph, its Secretary this 1 day of March, 1976.

By Sidney Stumph
President

ATTEST:

By Vee Ann Stumph
Secretary

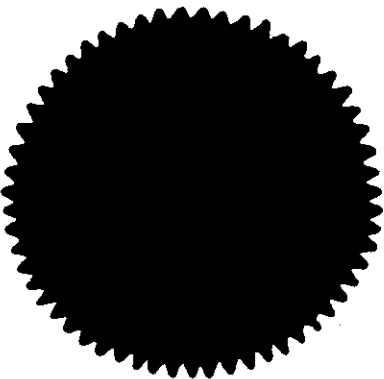
STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

I, GLENN C. KENTON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing page numbered 1, is a true and correct copy of Certificate of Incorporation of the "COMMCO, INCORPORATED", as received and filed in this office the eighth day of January, A.D. 1975, at 9 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "COMMCO, INCORPORATED", as received and filed in this office the fifteenth day of January, A.D. 1976, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing page numbered 1, is a true and correct copy of Certificate of Change of Registered Agent and Registered Office of the "CIDCOMM, INC.", as received and filed in this office the eighteenth day of March, A.D. 1976, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and official seal at Dover this eighteenth day
of October in the year of our Lord one thousand
nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State